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April 9, 2003

Mr. Gary E. Walsh, Executive Director  
South Carolina Public Service Commission  
Synergy Business Park  
101 Executive Center Drive  
Post Office Drawer 11649  
Columbia, South Carolina 29210

RE: MASTER RESALE AGREEMENT BETWEEN UNITED TELEPHONE COMPANY  
OF THE CAROLINAS AND FLATEL, INC.

Dear Mr. Walsh:

2001-349-C

Pursuant to Section 252(e) of the Telecommunications Act of 1996, United Telephone Company of the Carolinas ("United") and FLATEL, Inc., hereby submit their Master Resale Agreement with an Effective Date of March 20, 2003, for approval by the South Carolina Public Service Commission.

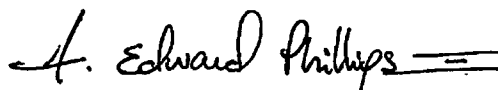
Section 252(e) of the Act provides that the Commission shall approve or reject the Agreement within 90 days after its submission. The Act provides that the Commission may reject an Agreement if the Commission finds that the Agreement or any portion discriminates against a telecommunications carrier not party to the Agreement or that implementation of the Agreement or any portion would not be in the public interest. United and FLATEL, Inc. believe that neither of the foregoing conditions exist with respect to the Agreement they have negotiated. Accordingly, United and FLATEL, Inc., respectfully request that the Commission approve this Agreement.

Under cover of this letter, a copy of the Agreement is being served upon FLATEL, Inc. and upon the Consumer Advocate.

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United Telephone Company of the Carolinas is represented by Mr. Scott Elliott, Elliott & Elliott, P.A., 721 Olive Street, Columbia, South Carolina 29205 (803-771-0555) in this matter. Please contact either Mr. Elliott or me if there are any questions.

Sincerely yours,



H. Edward Phillips, III

HEP:cwm

Enclosures

Copy: Mr. Abby Matari, CEO/Corporate Development  
FLATEL, Inc.  
2300 Palm Beach Lakes Boulevard  
Suite 210  
West Palm Beach, Florida 33409

Mr. Elliott F. Elam, Jr., Staff Attorney  
South Carolina Department of Consumer Affairs  
2801 Devine Street  
Post Office Box 5757  
Columbia, South Carolina 29250-5757

Mr. Scott Elliott, Attorney at Law  
Elliott & Elliott, P.A.  
721 Olive Street  
Columbia, South Carolina 29205

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Copy: Mr. Martin H. Bocock, Jr., Director Governmental Affairs SC  
Sprint/United Telephone Company of the Carolinas  
1122 Lady Street, Suite 1050  
Columbia, South Carolina 29201

Ms. Cheryl Sweitzer, Manager Regulatory Affairs SC  
Sprint Mid-Atlantic Telecom  
14111 Capital Boulevard  
Wake Forest, North Carolina 27587-5900

Carrier Markets  
Sprint Mid-Atlantic Telecom  
14111 Capital Boulevard  
Wake Forest, North Carolina 27587-5900



**MASTER RESALE AGREEMENT  
FOR THE STATE OF SOUTH CAROLINA**

*March 20, 2003*

*FLATEL, Inc.*

*and*

*United Telephone Company of the Carolinas*